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**J. Brian Baird, P.A.**

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Orlando, Florida 32802-2146

**J. Brian Baird**  
Master of Laws in Taxation  
Certified Public Accountant

May 28, 1999

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

300002891423--9  
-06/01/99--01134--011  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

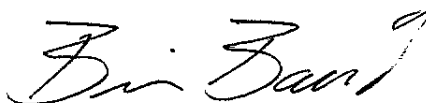
**In Re: 3D Financial.com, Inc.**

Dear Sirs/Madames:

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for \$78.75 representing the Filing Fee, Designation of Registered Agent fee and fee for a Certificate of Status.

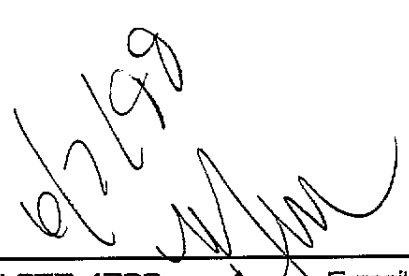
Please send the original when filed and certificate back to the post office box above and contact me with any questions.

Sincerely,



J. Brian Baird, Esquire

FILED  
99 JUN - 1 PM 2: 08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

6/2/99  


**Articles of Incorporation  
of  
3D FINANCIAL.COM, INC.**

FILED  
99 JUN -1 PM 2:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned Incorporator, for the purpose of forming a corporation under the laws of the State of Florida, hereby adopt Articles of Incorporation as follows:

**ARTICLE I**

The name of this Corporation is 3D FINANCIAL.COM, INC.

**ARTICLE II**

This Corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE III**

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is 10,000,000 shares of common stock having a par value of \$.001 per share.

**ARTICLE IV**

The street address of the initial registered office of this Corporation is 174 West Comstock Avenue, Suite 215, Winter Park, Florida, 32789, and the name of the initial registered agent of this Corporation at that address is J. BRIAN BAIRD.

#### **ARTICLE V**

The principal place of business and mailing address of this corporation shall be 11214 Desoto Road, Riverview, FL 33569.

#### **ARTICLE VI**

The name and address of the person signing these Articles of Incorporation as Incorporator is:

<b><u>Name</u></b>	<b><u>Address</u></b>
<b>R. DAVID REYNOLDS</b>	<b>9063 East River Road Venice, FL 34293</b>

#### **ARTICLE VII**

This corporation shall have one (1) director initially. The number of directors of this corporation may be increased or decreased from time to time pursuant to By-Laws adopted by the Directors, but shall never be less than one (1). The name and address of the initial member of the Board of Directors who shall hold office until his or her successor is duly elected and has qualified is:

<b><u>Name</u></b>	<b><u>Address</u></b>
<b>R. DAVID REYNOLDS</b>	<b>9063 East River Road Venice, FL 34293</b>

#### **ARTICLE VIII**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred on shareholders herein is granted subject to this reservation.

## ARTICLE IX

Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation or any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

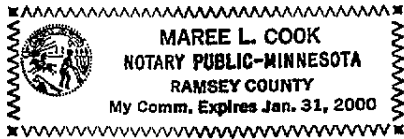
I, the Incorporator of this Corporation, have executed these Articles of Incorporation this 20<sup>th</sup> day of May, 1999, May.

  
\_\_\_\_\_  
R. DAVID REYNOLDS

STATE OF MINNESOTA

COUNTY OF Ramsey

The foregoing Articles of Incorporation were acknowledged before me this 20<sup>th</sup> day  
of 1999, May, by R. DAVID REYNOLDS who has produced a drivers licenses as  
identification and did not take an oath.



(SEAL)

Maree L. Cook  
Notary Public - State of Minnesota

My Commission Expires:

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provision of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is 3D FINANCIAL.COM, INC.
2. The name and street address of the registered agent and office is J. BRIAN BAIRD, 174 West Comstock Avenue, Suite 215, Orlando, Florida 32789.

  
\_\_\_\_\_  
R. DAVID REYNOLDS

  
\_\_\_\_\_  
Title

5/20/99  
\_\_\_\_\_  
Date

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
\_\_\_\_\_  
J. BRIAN BAIRD

5/25/99  
\_\_\_\_\_  
Date

FILED  
99 JUN - 1 PM 2:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA